



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418
Telephone (312) 372-9500 Fax (312) 845-5305 www.marmon.com



August 30, 2002

VIA FEDERAL EXPRESS

Vernon A. Williams, Secretary
Surface Transportation Board
Documents for Recordation
1925 K Street, N.W. #700
Washington, DC 20423

RECORDATION NO. 17387-E FILED

SEP 16 '02

2-05 PM

Dear Sir or Madam:

SURFACE TRANSPORTATION BOARD

Enclosed are the two originals and two certified copies of the Second Supplemental Trust Agreement and one original and three certified copies of the Bill of Sale, the documents described below are to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

The primary document to which this is connected is recorded under Recordation No. 17387.

The names and addresses of the parties to the document are as follows:

Trustee: U.S. Bank Trust National Association
100 Wall Street
16th Floor
New York, NY 10005

Company: Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

A description of the Equipment covered by the enclosed document follows:
Railroad tank cars as listed in Schedules A and B to this letter.

A short summary of the document to appear in the Index are as follows:

Second Supplemental Trust Agreement, Series 23, dated as of February 14, 2002,
between Union Tank Car Company and U.S. Bank Trust National Association, as
Trustee.

The purpose of this Second Supplemental Trust Agreement is to document that 9 railroad tank cars ("Equipment") are being removed from the list of Equipment and 11 cars are being substituted therefor.

Surface Transportation Board
August 30, 2002
Page 2

Bill of Sale dated as of February 14, 2002, by U.S. Bank Trust National Association, as Trustee, covering railroad tank cars as more fully described in Schedules A and B to this letter.

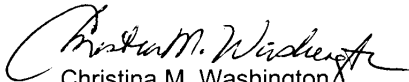
The purpose of this Bill of Sale is to document that the lien of the Trustee has terminated and title to the cars has been transferred to the Company.

Please file this document as a supplement to the filing referred to above and return the certified copies of the document, stamped to show the filing, to me. Enclosed is our check in the amount of \$60 for the filing fees for this and one other related document under the same recordation number.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,


Christina M. Washington
Legal Assistant

encls.

utc4066-23

02/15/02

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION
SCHEDULE A

CERTIFICATE TRUST SERIES: R023 (SERIES R-23)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
1	T055	20,600 GAL.	UTLX 130362
1	T104	16,400 GAL.	UTLX 630607
<u>9</u>	T105	20,600 GAL.	UTLX 646517, 646519-646521, UTLX 646527-646531
11 TOTAL			

02/15/02

UNION TANK CAR COMPANY - TREASURER'S DEPARTMENT
 DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION - SCHEDULE A
 SERIES R 23 (R-23)

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS.	CO. CODE	IN USE DATE	CERTIFICATE TRUST COST	NET BOOK VALUE
UTLX 130362	T055	20,200	GAL.	1	10/96	\$ 57,265	\$ 42,462
UTLX 630607	T104	16,400	GAL.	1	06/01	57,836	55,936
UTLX 646517	T105	20,600	GAL.	1	06/96	54,478	42,152
UTLX 646519	T105	20,600	GAL.	1	06/96	51,214	42,152
UTLX 646520	T105	20,600	GAL.	1	06/96	51,214	42,152
UTLX 646521	T105	20,600	GAL.	1	06/96	51,214	42,152
UTLX 646527	T105	20,600	GAL.	1	06/96	51,214	42,152
UTLX 646528	T105	20,600	GAL.	1	06/96	51,214	42,152
UTLX 646529	T105	20,600	GAL.	1	06/96	51,214	42,152
UTLX 646530	T105	20,600	GAL.	1	06/96	51,214	42,152
UTLX 646531	T105	20,600	GAL.	1	06/96	51,214	42,152
TOTAL NUMBER OF CARS		11				\$ 579,291	\$ 477,766

02/15/02

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
DESCRIPTION OF EQUIPMENT (WRECKED/RETIRED CARS)
SCHEDULE B - SERIES R 23

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
1	T104	17,000 GAL.	CCLX 1430
2	T105	20,000 GAL.	UTLX 643593, 643624
1	T106	23,500 GAL.	UTLX 643770
3	T107	25,000 GAL.	UTLX 643450, 643604, 643616
2	T929	34,000 GAL.	UTLX 910677, 910683
<hr/> 9	TOTAL		

02/15/02

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
SERIES R023

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS.	CO. CODE	IN USE	—DATES— WRECKED/ RETIRED	CERTIFICATE TRUST COST	SALE PRICE/ NET BOOK VALUE
CCLX 1430	T104	17,245	GAL	1	10/92	03/99	\$ 47,006	\$ 51,287 *
UTLX 643593	T105	20,000	GAL	1	02/93	10/99	65,972	36,285
UTLX 643624	T105	20,600	GAL	1	01/93	08/01	52,549	47,137 *
UTLX 643770	T106	23,500	GAL	1	02/93	02/01	53,168	47,870 *
UTLX 643450	T107	25,700	GAL	1	10/92	05/00	49,917	58,487 *
UTLX 643604	T107	25,700	GAL	1	04/93	04/00	52,648	56,543 *
UTLX 643616	T107	25,700	GAL	1	04/93	02/99	52,648	31,589
UTLX 910677	T929	34,000	GAL	1	02/93	07/00	78,485	74,277 *
UTLX 910683	T929	34,000	GAL	1	02/93	07/00	78,485	74,277 *
NUMBER OF CARS		9					\$ 530,878	\$ 477,751

SECOND SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 23)

RECORDATION NO. 17387-E FILED

SEP 16 '02

2-05 PM

SURFACE TRANSPORTATION BOARD

THIS SECOND SUPPLEMENTAL TRUST AGREEMENT, dated as of February 14, 2002, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and U. S. Bank, N.A., formerly known as First Trust New York, N.A., as successor to BankAmerica National Trust Company ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement dated as of May 27, 1993 ("Trust Agreement") providing for the issue of its Equipment Certificates (Series 23) in the aggregate principal amount of \$87,000,000.

B. Company desires to comply with Section 4.07 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

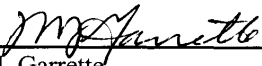
3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be


and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

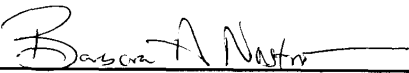
UNION TANK CAR COMPANY

By: 
Mark J. Garrette,
Vice President

Attest:


Robert W. Webb, Secretary

U. S. BANK,
as Trustee

By: 
Title: VICE PRESIDENT

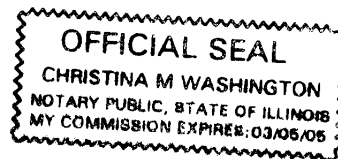
Attest:


Gerald O. [unclear]
Trust Officer

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On June 28, 2002, before me personally came Mark J. Garrette, to me known, who, being by me duly sworn, did depose and say that he is Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Christina M. Washington
Notary Public



STATE OF NEW YORK)
) ss
COUNTY OF)

On 26th June 2002 before me personally came Barbara A Nastro, to me known, who, being by me duly sworn, did depose and say that he/she is vice President of U. S. Bank, one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.

Doris Ware
Notary Public

UTC/2044-23

DORIS WARE
Notary Public, State Of New York
No. 01WA5017241
Qualified In Richmond County
Commission Expires November 9, 2005

02/15/02

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION
SCHEDULE A

CERTIFICATE TRUST SERIES: R023 (SERIES R-23)

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